

Company Number : 2005619

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

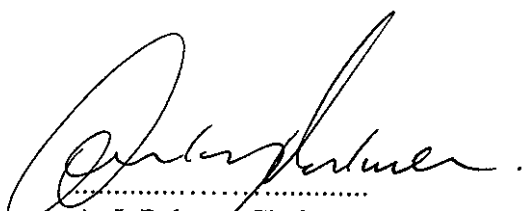
Passed 19th December 1997

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held on 19th December 1997 at 10:00 am at 105 Duke Street, Liverpool L1 5JQ, the following Resolutions were duly passed as a SPECIAL RESOLUTIONS:

SPECIAL RESOLUTION

Increase of Nominal Share Capital

- 1.) That the nominal share capital of the company be increased from £6,000,000 to £8,000,000 by the creation of 2,000,000 Redeemable Cumulative Preference Shares of £1 each, each ranking pari passu in all respects with the Cumulative Preference £1 Shares in the Capital of the Company in issue on the date of passing of this Resolution.
- 2.) That with effect from the time of the passing of this Resolution the Directors be unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to allot relevant securities (as defined in that Act) up to a maximum amount of £8,000,000 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.


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A. J. Palmer, Chairman

